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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re : Chapter 11
: :
GENERAL MOTORS CORP., *et al.* : Case No. 09-50026 (REG)
: :
Debtors. : (Jointly Administered)
-----x

**LIMITED OBJECTION OF FERNDALE ELECTRIC COMPANY, INC. TO
ADDITIONAL SECOND NOTICE OF (I) DEBTORS' INTENT TO ASSUME AND
ASSIGN CERTAIN EXECUTORY CONTRACTS, UNEXPIRED LEASES OF
PERSONAL PROPERTY, AND UNEXPIRED LEASES OF NONRESIDENTIAL REAL
PROPERTY AND (II) CURE AMOUNTS RELATED THERETO**

Ferndale Electric Company, Inc. ("Ferndale Electric"), a creditor and interested party, objects, on a limited basis, to the latest filed Second Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and (II) Cure Amounts Related Thereto (the "Additional Assumption Notice") served upon Ferndale Electric by the above captioned debtors and debtors-in-possession (collectively, the "Debtors") pursuant to the Court's Bidding Procedures Order (Docket No. 274). In support of the objection, Ferndale Electric states:

1. The Debtors have mailed multiple assumption notices to Ferndale Electric, proposing to assume and assign certain of Ferndale Electric's executory contracts with the Debtors.

2. Ferndale Electric has filed multiple objections to these notices based on the lack of a defined Cure Amount, or an insufficient Cure Amount. See Docket Numbers 1871, 2338, and 3057.

3. Debtors have now sent an additional second assumption notice, (the "Additional Assumption Notice"), which was received by Ferndale Electric on July 29, 2009.

4. The Debtors are parties to blanket executory contracts with Ferndale Electric.

5. The Debtors have proposed assuming and assigning certain of Ferndale Electric's executory contracts (the "Designated Contracts"). The amount owed on these Designated Contracts was further altered and revised in the Additional Assumption Notice.

6. The information on the Debtors' contract notice website provided in the Additional Assumption Notice still fails to include all amounts due under the Designated Contracts listed.

7. Ferndale Electric does not oppose the Debtors' assumption and assignment of Ferndale Electric's contracts *per se*. Ferndale Electric files this objection to the Additional Assumption Notice as a precautionary measure in order to preserve its rights to receive payment of the full Cure Amount owed as a condition of any assumption and assignment.

8. Ferndale Electric objects, on a limited basis, to the Additional Assumption Notice to the extent that the Cure Amount identified by the Debtors is still inaccurate. Ferndale Electric is owed a substantial sum for goods and services provided to the Debtors. This amount is not fully reflected in the Debtors' revised Cure Amount in the Additional Assumption Notice.

9. Ferndale Electric also objects to the extent that the Additional Assumption Notice would allow payment of less than 100% of pre-petition and post-petition obligations owed by

Debtors to Ferndale Electric, as is required by § 365 of the Bankruptcy Code. *In re Burger Boys*, 94 F.3d 755, 763 (2nd Cir. 1996).

10. Ferndale Electric has been in contact with representatives of the Debtors in an attempt to resolve their differences with respect to the Cure Amounts owed. Ferndale Electric is hopeful that a final agreement between the parties as to the proper Cure Amount will be reached in the very near future.

WHEREFORE, Ferndale Electric respectfully requests that the Court enter an order (a) conditioning any assumption and assignment of the Designated Contracts on full payment of all outstanding amounts due to Ferndale Electric, (b) reserving Ferndale Electric's rights in connection with any Designated Contracts or Cure Amounts listed and (c) providing Ferndale Electric with such other and further relief as is appropriate.

Respectfully submitted,

KERR, RUSSELL AND WEBER, PLC

By:/s/ P. Warren Hunt

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Dated: July 31, 2009

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CERTIFICATE OF SERVICE

I hereby certify that on July 31, 2009, I electronically filed the foregoing Limited Objection to the Additional Second Notice of (I) Debtors' Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases and (II) Cure Amounts Related Thereto, and this Certificate of Service with the Clerk of the Court using the ECF system which will send notification of such filing to all ECF participants. A copy of this document was also served on the following parties on July 31, 2009 via first class mail:

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Hon. Robert E. Gerber
United States Bankruptcy Court
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/s/ P. Warren Hunt
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Dated: July 31, 2009